

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

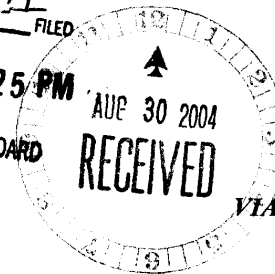
Tel 847.318.7575
Fax 847.318.7588

RECORDATION NO. 22147-1 FILED

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SURFACE TRANSPORTATION BOARD



VIA UPS 2nd DAY AIR

August 26, 2004

Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement, dated July 29, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation Number 22147.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Burlington Northern and Santa Fe Railway Co
2650 Lou Menk Drive
Fort Worth, TX 76131-2830

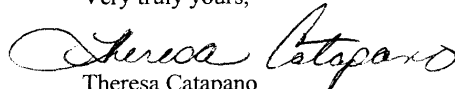
A description of the railroad equipment covered by the enclosed document is up to eighty (80) 4750 cu. ft. capacity covered hoppers, cars marked FURX (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5375.
Thank you for your cooperation in this matter.

Very truly yours,


Theresa Catapano
Manager of Documentation

Enclosures

(BNSF090)

ASSGN. NO. BNSF090

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 29th day of July, 2004, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and The Burlington Northern and Santa Fe Railway Company ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of July 1, 1995, as amended April 1, 2002, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 53 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of October 23, 2003, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR

Vice President Sales & Marketing

Title: _____

By: Susan Grokulskey

Name: SUSAN GROKULSKY

Title: MANAGER OF DOCUMENTATION Executed on this 4th day of August, 2004.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

RECORDATION NO. 22147-J FILED

AUG 31 '04

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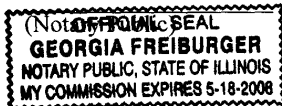
SURFACE TRANSPORTATION BOARD

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 5th day of Aug., 2004.

Georgia Freiburger
Notary Public

My Commission Expires:



LESSEE:

THE BURLINGTON NORTHERN AND
SANTA FE RAILWAY COMPANY

By: KATHRYN FARMER

Name: Kathryn Farmer

Title: AVP Carload Equip

ATTEST:

By: Jeffrey T. Williams

Name: JEFFREY T. WILLIAMS

Title: ASSISTANT SECRETARY

Executed on this 29th day of July, 2004

[CORPORATE SEAL]

STATE OF Texas

COUNTY OF Tarrant

I, Loralee M. Surin, a Notary Public of the County and
State aforesaid, certify that Kathryn Farmer personally appeared before me
this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 29th day of July, 2004.

Loralee M. Surin
Notary Public

Commission Expires:

(Notary Public)

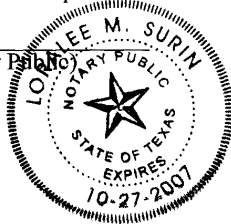


EXHIBIT A TO MEMORANDUM OF LEASE

NUMBER OF CARS: Up to eighty (80). Currently, sixty-seven (67) Cars have been delivered to Lessee. Lessor shall lease to Lessee thirteen (13) additional Cars, if cars become available, under this Rider. Lessor and Lessee agree that upon the delivery of additional Cars, such Cars will be included in an amendment to the Rider reflecting the increase in the number of Cars.

DESCRIPTION OF CARS: 4750 cubic foot capacity covered hopper cars equipped with gravity pneumatic gates and round hatches or combination (trough & round) hatches.

CAR NUMBERS: See attached Exhibit A.

EXHIBIT A TO MEMORANDUM OF LEASE

			<u>STATE BNSF</u>	<u>DATE BNSF</u>
	<u>Mark</u>	<u>Number</u>	<u>Took Deliv in</u>	<u>Took Deliv</u>
1	FURX	816002	TX	9/11/2003
2	FURX	816005	TX	9/11/2003
3	FURX	816007	KS	9/7/2003
4	FURX	816011	TX	9/11/2003
5	FURX	816013	TX	9/11/2003
6	FURX	816014	IL	11/16/2003
7	FURX	816016	TX	9/11/2003
8	FURX	816018	TX	9/11/2003
9	FURX	816020	TX	9/11/2003
10	FURX	816022	IL	11/30/2003
11	FURX	816025	IL	1/14/2004
12	FURX	816026	TX	9/11/2003
13	FURX	816027	IL	11/17/2003
14	FURX	816028	IL	12/2/2003
15	FURX	816030	KS	11/13/2003
16	FURX	816032	IL	11/16/2003
17	FURX	816034	IL	2/29/2004
18	FURX	816035	IL	12/2/2003
19	FURX	816036	TX	9/11/2003
20	FURX	816039	TX	9/10/2003
21	FURX	816043	KS	9/7/2003
22	FURX	816044	TX	9/11/2003
23	FURX	816046	TX	9/10/2003
24	FURX	816048	TX	9/10/2003
25	FURX	816050	KS	9/7/2003
26	FURX	816051	IL	1/30/2004
27	FURX	816052	IL	11/20/2003
28	FURX	816055	IL	11/15/2003
29	FURX	816056	IL	11/15/2003
30	FURX	816057	TX	9/10/2003
31	FURX	816058	IL	12/3/2003
32	FURX	816060	TX	9/10/2003
33	FURX	816061	IL	1/14/2004
34	FURX	816062	TX	9/10/2003
35	FURX	816063	IL	11/16/2003
36	FURX	816064	KS	9/7/2003
37	FURX	816066	IL	11/30/2003
38	FURX	816067	IL	12/9/2003
39	FURX	816069	IL	12/19/2003
40	FURX	816070	IL	11/7/2003
41	FURX	816071	IL	12/5/2003
42	FURX	816072	TN	12/18/2003
43	FURX	816073	IL	11/20/2003
44	FURX	816074	IL	2/3/2004
45	FURX	816077	TX	9/11/2003
46	FURX	816078	TX	9/11/2003
47	FURX	816080	TX	9/11/2003
48	FURX	816083	IL	1/9/2004
49	FURX	816085	TX	9/11/2003
50	FURX	816087	IL	2/14/2004
51	FURX	816144	IL	1/21/2004
52	FURX	816147	IL	1/21/2004
53	FURX	816180	IL	1/24/2004
54	FURX	816188	IL	1/11/2004
55	FURX	816191	IL	1/21/2004
56	FURX	816196	IL	1/21/2004
57	FURX	816199	IL	1/25/2004
58	FURX	816202	MO	12/22/2003
59	FURX	816203	IL	1/24/2004
60	FURX	816210	IL	1/24/2004
61	FURX	816214	IL	2/1/2004
62	FURX	816216	IL	2/18/2004
63	FURX	816219	IL	1/21/2004
64	FURX	816243	IL	1/11/2004
65	FURX	816244	IL	1/12/2004
66	FURX	816452	KS	9/7/2003
67	FURX	816599	MO	9/9/2003